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IT IS SO ORDERED.

Dated: April 14, 2011




Pat E. Morgenstern-Clarren
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

In re:

AMFIN FINANCIAL CORPORATION, *et al.*,¹

Debtors.

) Chapter 11
)
) Case No. 09-21323
) (Jointly Administered)
)
) Judge Pat Morgenstern-Clarren
)
)
)

**ORDER APPROVING THIRD APPLICATION OF SQUIRE, SANDERS &
DEMPSEY (US) LLP, COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION, FOR INTERIM ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD AUGUST 1, 2010 THROUGH NOVEMBER 30, 2010**

¹ The Debtors are: AmTrust Financial Corporation nka AmFin Financial Corporation (Case No. 09-21323), AmTrust Real Estate Investments, Inc. nka AmFin Real Estate Investments, Inc., (Case No. 09-21328), AmTrust Insurance Agency, Inc. nka AmFin Insurance Agency, Inc. (Case No. 09-21325), AmTrust Investments Inc. nka AmFin Investments Inc. (Case No. 09-21331), AmTrust Properties Inc. nka AmFin Properties Inc. (Case No. 09-21329) and AmTrust Management Inc. nka AmFin Management Inc. (Case No. 09-21332).

Upon the Third Application of Squire, Sanders & Dempsey (US) LLP, Counsel for the Debtors and Debtors in Possession, for Interim Allowance of Compensation and Reimbursement of Expenses, For the Period August 1, 2010 Through November 30, 2010 [Docket No. 936] (the “Application”), filed by Squire, Sanders & Dempsey (US) LLP² (“Squire Sanders”), in their capacity as bankruptcy counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), a hearing having been scheduled for March 31, 2011, which was adjourned to April 7, 2011 (the “Hearing”), no objections to such Application having been filed, and the Court having considered the Application, this Court finds that: (i) it has jurisdiction over the matters raised in the Application under 28 U.S.C. §§ 157 and 1334; (ii) venue of this matter is proper under 28 U.S.C. §§ 1408 and 1409; (iii) this matter is a core proceeding under 28 U.S.C. § 157(b)(2); (iv) the fees sought in the Application represent reasonable compensation for actual, necessary services rendered by Squire Sanders, pursuant to 11 U.S.C. § 330(a)(1)(A), and represent the identical hourly market rate charged by Squire Sanders in other cases; (v) the expenses sought in the Application are actual, necessary expenses for which Squire Sanders seeks reimbursement, pursuant to 11 U.S.C. § 330(a)(1)(B); (vi) adequate and proper notice of the Application and the Hearing thereon was given; and (vii) the legal and factual bases set forth in the Application establish just cause for the relief granted herein,

IT IS HEREBY ORDERED THAT:

1. The Application shall be and hereby is GRANTED.
2. Capitalized terms not defined herein have the meaning subscribed to them in the Application.

² Effective January 1, 2011, Squire, Sanders & Dempsey, L.L.P. changed its name for operations in the United States to Squire, Sanders & Dempsey (US), LLP.

3. The interim compensation for Squire Sanders' services and expense reimbursement for the period August 1, 2010 through November 30, 2010 are hereby approved in the following amounts: (a) fees: \$1,592,736.00; and (b) expenses: \$143,535.65.

4. The compensation approved herein shall be paid in full (100%). Accordingly, the Debtors are authorized and directed to pay the aggregate amount of \$1,736,271.65, less the sum of the amounts that previously have been paid by the Debtors to Squire Sanders.

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Prepared by

COUNSEL FOR THE DEBTORS

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